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TILLY'S, INC.
Form SC 13G/A
March 10, 2014

SCHEDULE 13G

Amendment No. 2
TILLY'S INC
Class A Common Stock
Cusip #886885102

Cusip #886885102

Item 1: Reporting Person - FMR LLC
Item 4: Delaware
Item 5: 182,650
Item 6: 0
Item 7: 182,650
Item 8: 0
Item 9: 182,650
Item 11: 1.606%
Item 12: HC

Cusip #886885102

Item 1: Reporting Person - Edward C. Johnson 3d
Item 4: United States of America
Item 5: 0
Item 6: 0
Item 7: 182,650
Item 8: 0
Item 9: 182,650
Item 11: 1.606%
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:

TILLY'S INC

Item 1(b). Name of Issuer's Principal Executive Offices:

10 Whatney
Irvine, CA 92618
USA

Item 2(a). Name of Person Filing:

FMR LLC

Item 2(b). Address or Principal Business Office or, if None,
Residence:

245 Summer Street, Boston, Massachusetts 02210

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Class A Common Stock

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Item 2(e). CUSIP Number:
886885102

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

(a) Amount Beneficially Owned: 182,650
(b) Percent of Class: 1.606%
(c) Number of shares as to which such person has:
(i) sole power to vote or to direct the vote:
182,650
(ii) shared power to vote or to direct the vote: 0
(iii) sole power to dispose or to direct the
disposition of: 182,650
(iv) shared power to dispose or to direct the
disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following (X).

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

In as much as the reporting persons are no longer the beneficial owners of more than five percent of the number of shares outstanding, the reporting persons have no further reporting obligation under Section 13(d) of the Securities and Exchange Commission thereunder, and the reporting persons have no obligation to amend this Statement if any material change occurs in

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the facts set forth herein.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 7, 2014

Date

/s/ Scott C. Goebel

Signature

Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries
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FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Pyramis Global Advisors Trust Company ("PGATC"), 900 Salem Street, Smithfield, Rhode Island 02917, an indirect wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 182,650 shares or 1.606% of the outstanding Class A Common Stock of the TILLY'S INC as a result of its serving as investment manager of institutional accounts owning such shares.

Edward C. Johnson 3d and FMR LLC, through its control of Pyramis Global Advisors Trust Company, each has sole dispositive power over 182,650 shares and sole power to vote or to direct the voting of 182,650 shares of Class A Common Stock owned by the institutional accounts managed by PGATC as reported above.

Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS
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RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on March 7, 2014, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Class A Common Stock of

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TILLY'S INC at February 28, 2014.

FMR LLC

By /s/ Scott C. Goebel

Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by
and on behalf of FMR LLC and its direct and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Scott C. Goebel

Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by
and on behalf of Edward C. Johnson 3d

Document-Separator. This page separates the filing documents of two
notifications.

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Exhibit A